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Sent: Monday, April 9, 2012 2:41 PM

To:

Cc:

Subject:906 Question -

Under section 6224(c)(3) the TMP can only bind partners with less than a 1 percent interest in a partnership with more than 100 partners. Also, under Treas. Reg. 301.6224(c)-1(b), if the TMP cannot bind a pass-thru partner, he cannot bind any indirect partner holding an interest through the pass-thru partner. Under the last sentence of section 6224(c)(1), a settlement agreement by a pass-thru partner binds its indirect partners.

Thus, all notice partners must sign if they (and any indirect partners holding an interest through them) are to be bound.

Any partners who do not settle would be bound by an FPAA disallowing losses in years 1, 2 and 3.

Settled partners would not be subject to the FPAA. See I.R.C. 6226(d)(1)(A). [REDACTED]

[REDACTED]